

RECORDATION NO. 12221-F

OCT 19 1981-10 22 AM

INTERSTATE COMMERCE COMMISSION

LETTER OF TRANSMITTAL

Secretary of the Interstate
Commerce Commission
Constitution and 12th Streets, N.W.
Washington, D.C. 20423

Dear Sir:

Pursuant to Part 1116 of the regulations of the Interstate Commerce Commission, 49 CFR Part 1116, I hereby request that you record under 49 U.S.C. §11303 the following supplements: (i) a certain Equipment Trust Agreement Supplement No. 4 dated as of July 31, 1980 to the Equipment Trust Agreement between Continental Illinois National Bank and Trust Company of Chicago, as Trustee (the "Trustee"); and Transportation Corporation of America, an Illinois corporation (the "Company") filed as Document No. 12221 on September 24, 1980 at 11:05 a.m., and (ii) a certain Assignment Supplement No. 2 dated as of July 31, 1980 to the Assignment from the Company to the Trustee filed as Document No. 12221-A on September 24, 1980 at 11:05 a.m.

I am President of Transportation Corporation of America and have knowledge of the matters set forth herein.

The parties to the instant transaction, and their addresses are as follows:

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INTERSTATE COMMERCE COMMISSION

Date 10/19/81
Fee 20.00

ICC Washington, D. C.

Consigned - Paul R. Cohel

VENDOR

Thrall Car Manufacturing Company
Post Office Box 218
Chicago Heights, Illinois 60411
Attn.: President

TRUSTEE-LESSOR

Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60690
Attn.: Corporate Trust Department

LESSEE

Transportation Corporation of America
Post Office Box 218
Chicago Heights, Illinois 60411
Attn.: President

The equipment covered by the Equipment Trust Agreement Supplement and the Assignment Supplement, the A.A.R. mechanical designation, the car numbers, and the sublessee of said equipment are listed in more detail in Exhibit A attached hereto.


Enclosed herewith are the original and 5 counterparts of the Equipment Trust Agreement Supplement and the Assignment Supplement. The extra counterparts should be returned to Mr. Gearold Knowles of Schiff Hardin & Waite.

A \$20.00 check, payable to the Interstate Commerce Commission, also is enclosed to cover the required recordation fee.

Very truly yours,

TRANSPORTATION CORPORATION
OF AMERICA

By


President

Dated: October 16, 1981

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INTERSTATE COMMERCE COMMISSION

ASSIGNMENT SUPPLEMENT

NO. 2

Assignment Supplement dated as of July 31, 1980 ("this Supplement") from TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation (the "Company"), to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee").

Whereas, the Company and the Trustee have executed and delivered a certain Equipment Trust Agreement dated as of July 31, 1980 (the Equipment Trust Agreement) and a certain Assignment dated as of July 31, 1980 (the "Assignment");

Whereas, the Equipment Trust Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code on September 24, 1980 as Documents No. 12221 and No. 12221-A, respectively;

Whereas, an Assignment Supplement No. 1 was recorded with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code on December 11, 1980 as Document No. 12221-D; and

Whereas, the Company has agreed to assign and grant to the Trustee under the Equipment Trust Agreement and the Assignment a security interest in and to certain leases therein described, including the leases of certain items of Trust Equipment (as defined in the Equipment Trust Agreement) described in Supplemental Schedule A hereto (the "Supplement Leases").

[Filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on _____, 19____, at _____ .m., recordation number _____.]

NOW, THEREFORE, in consideration of the premises, the Company does hereby agree as follows:

The Company has, in and by the Equipment Trust Agreement and the Assignment, granted to the Trustee an assignment of and a security interest in all of the Company's right, title, and interest in and to the Supplement Leases. This Supplement evidences and confirms the subjection of such Supplement Leases to the rights and security interest of the Trustee created by the Equipment Trust Agreement and the Assignment. To the extent, if any, that the Equipment Trust Agreement and the Assignment may not be effective in granting an assignment of and a security interest in the Supplement Leases described in Supplemental Schedule A hereto, the Company hereby assigns and grants a security interest in and to the Supplement Leases described in Supplemental Schedule A hereto, all upon the terms set forth in the Equipment Trust Agreement and the Assignment.

IN WITNESS WHEREOF, the Company has caused this Assignment Supplement to be executed and delivered this 20th day of October, 1981.

TRANSPORTATION CORPORATION
OF AMERICA

By 
Its President

ATTEST:

By 
Its Assistant Secretary

STATE OF ILLINOIS))
COUNTY OF COOK) SS

On this 20th day of October, 1981, before me personally appeared C.W. Wright and John M. Hartigan, to me personally known, who being by me duly sworn, say that they are the President and Assistant Secretary of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. Timothy Coney
Notary Public

(NOTARIAL SEAL)

My commission expires Nov. 30, 1983

SUPPLEMENTAL EXHIBIT A

1-1-1914

No. of Cars	Lessee	Lease and/or Rider Date	Initial Lease Term (Yrs.)	ICC Recordation No. Date
100	Prairie Central Railway Co.	6-23-81	3	13176 7-6-81
25	Minneapolis, Northfield and Southern Railway, Inc.	1-22-81	5	12922A 2-11-81
25	Minneapolis, Northfield and Southern Railway, Inc.	4-17-81	5	12922B 5-18-81
100	Soo Line Railroad Company	5-19-81	1	13219 8-10-81
15	Soo Line Railroad Company	10-1-81	1	13278 10/16/81
25	Pend Oreille Valley Railway, Inc.	8-17-81 8-30-81	15	13233 9-1-81 A13233A 10-16-81

1-1-1914